

**SPECIAL MEETING
(RE: MCTV)
COMMITTEE ON ADMINISTRATION/INFORMATION SYSTEMS**

May 19, 2004

5:15 PM

Chairman Forest called the meeting to order.

The Clerk called the roll.

Present: Aldermen Forest, Gatsas, Osborne, Porter, Lopez

Messrs: John St. Hilaire, June Craig, Grace Sullivan, Kevin Clougherty,
Tom Arnold, Jim Stewart, Carol Williams, Leo Pepino

Chairman Forest advised that the purpose of the meeting is to discuss the agreement structure between the City of Manchester and the non-profit corporation Manchester Community Access Media (MCAM).

John St. Hilaire, Chairman of Manchester Community Access Media, stated MCAM is a group of people that were put together and brought together by a letter from the Board of Mayor and Aldermen and its sole purpose was to take over the public access portion and to split it off. When public access gets split off from the School Board to take over and to operate the public access portion of PEG TV (the Public Educational and Government TV). As all of you know, MCTV is just a part of PEG access. There are three stations that make up MPEG. Channel 16, Channel 22 and Channel 23. One of them is set up for public, one of them is set up for education and the third is set up for government. What I'd like to do is I'm going to introduce the board to you but I would like to read a letter that we all received from the Mayor so that you'll understand how this all came about to begin with. My letter is dated February 20, 2004.

Dear John: You've been nominated to serve as a member of the Board of Directors of the non-profit corporation created to oversee a reconstituted public access channel that will provide Manchester residents with a forum through which to express their views about the world around them. Currently Manchester's public access channel is run by MCTV in conjunction with its educational access channel and its government access channel. In recent months the Board of Mayor and Aldermen and the

Board of School Committee concluded that spinning off the public access and forming a non-profit corporation to run it would better serve the needs of the community than the current set up. Both boards felt that appointing a panel of Manchester area residents to serve as a Board of Directors would be the first step in achieving their vision for an independent public access channel. To that end, a nominating committee headed by Carol Raiche the former Vice Chairman of the Board of School Committee was given the task of coming up with a list of potential board members and you were nominated. The next step in the process will be to have you express your interest in serving to Dr. Grace Sullivan, the Executive Director of MCTV. By expressing interest you would not be making a final commitment. Once responses are collected from all of those nominated, a meeting at which an overview of the duties of the members of the Board would be detailed, will be held. It is at that point that you will have all of the information you will need to make the final decision about serving on the board.

Sincerely,
Robert A. Baines
Mayor

So that's how MCAM came about. We are officially a non-profit organization. We have been filed with the State. We are a 501C-3 corporation. Public access in and of itself is a great thing for the City of Manchester. It also affords the City of Manchester some liability that goes along with it. The liability that happens when you have people running their own TV shows, out there broadcasting there are legal problems that come up, you have space issues in the schools, which the School of Technology is running into right now. There are a lot of things that come into play. The system right now from my understanding has grown to the point where a separation is really needed and is really important to the City as well as to public access. I'm going to stop talking right now because Joe Lara has put together a phenomenal presentation at which point I'd like you to see before we continue.

Mr. St. Hilaire ran the presentation. That gave you a much better synopsis of what I could tell you by voice alone. To my left is the Vice Chairman of MCAM, James Stewart, to your immediate right is the Secretary, June Craig, and to my far right is Carol Williams, who is also a Director. What we are looking for, and the reason that we are here in front of you tonight is, when we asked to become a board, the way that it was explained and the way that this was put out to us is that basically public access is not a new start up. It's not a new company, it's not a new corporation, it's not a new idea. It's an idea that has been evolving and it's a business that's already in process in the City. We were asked to come together as a board to help to remove the liability issues from the City and to help give it the

space that it needs and to help take public access where it needs to go. We were under the understanding that the budget that was submitted for public access to the tune of \$191,565, I believe is the number, is a number that is already there. That's the current level of funding for public access. That's what it takes to run it right now. What we are asking for is the same funding. We were told that this was already in the budget and this would not be an issue. That the funding was already there to split it off. It became apparent through the process that the funding really wasn't secured and we became aware of it, the funding level came in at \$120,000; 63 percent of what was needed to fund the current running operation. It also became brought to our attention that a lot of the Aldermen didn't really understand what MCAM was and what we were doing and what was going on, which as you can tell by the letter that I read you, we were kind of at odds as to why that would be. However, things get kind of crazy. We decided that what we need to do is we need to inform now, we need to let you guys know we are, why we came about, and what we're here for. So we're here to present this to you as one step in looking for full funding. One of the things that we have to do as a board is enter into a 5-year lease. We're looking to enter into a lease that's already in partnership with the City, so that the money that we pay into the lease comes back to the City. That only makes sense to us and we're just looking for you help and understanding so that when we take this to the next level, people will understand and we just want to answer any questions. Right now I would like to introduce you to June Craig. June has a few things that she would like to say about public access.

June Craig stated I'm a lifelong resident of Manchester, I've been a consistent voter since I was 18 and I currently live at 1661 Belmont Street. I'm here this evening with this MCAM Board of Directors, the members are Attorney Jim Merrill, Lorraine Lamontagne, Lou D'Allesandro, Carol Williams, Jean Judy, Hubie McDonough, Jim Stewart, John St. Hilaire, Chris Proulx, and myself and our newest member Attorney Arthur Katsolos. I'm sure each one of them has their special reasons why they accepted the position on the Board of Directors, I can only speak for myself. For a number of years I have been an occasional watcher of MCTV stations, 16, 22 and 23 and I usually watch the channels if there's something specific that I know is going to be on at a specific time and I'm looking forward to seeing it. Sometimes you just happen to pick up something interesting to watch as you're going through the channels. I was to my surprise that I received the letter John talked about. My letter was postmarked March 3rd advising me that I had been nominated for the position on the Board of Directors for the non-profit corporation. The letter stated "the Board of Mayor and Aldermen and the Board of School Committee concluded that spinning off the public access channel and forming a non-profit corporation to run would better serve the community than the current set up. This project sounded very interesting and challenging to me so I called MCTV on Monday March 8th and advised that I

would be interested in serving on the Board and I attended my first meeting on March 26th. I found the spinning off process was moving quickly with by-laws, proposed new location, budget, letters of intent to lease real estate, articles of agreement, non-profit status, and other details, including plans for employees, equipment, etc. One of my first jobs was to join the other members of the new board in calling the Aldermen and bringing our biggest task to their attention, bottom line. Although the Mayor authorized the structuring of the public access channel, his proposed budget did not fully fund the process. We are approximately \$70,000 short. The Board of Mayor and Aldermen are the folks we need to give this reorganization a last component needed for MCAM to begin it's new start, including facility and management on July 1, 1004. I personally have found Grace Sullivan, Joe Lara and fellow board members are dedicated, savvy, and experienced in getting work done quickly and efficiently. I have a considerable amount of experience working with women's organizations, however, this is the first community board I've ever worked on. I am looking forward to working with Joe Lara and Sara Letellier, the two employees to make the transition from MCTV to MCAM and the other members of the Board of Directors in bringing public access to its full potential in the City of Manchester. Once this process is completed, I have no doubt that you will be pleased you helped make it happen. We are set to go. The good citizens of this MCAM board hope that considering all of the facts presented to you this evening, that you will accept our requested action steps and recommend to the Board of Mayor and Aldermen that including the formal access provision, that we will be fully funded this independent non-profit entity that will better serve the citizens of Manchester.

Alderman Porter asked do you have a budget?

Mr. St. Hilaire answered yes that was submitted and there was a packet that was handed to everybody, to the full board, with the budget in it.

Alderman Osborne stated you were allocated at one time \$191,560. So you're short \$71,560?

Mr. St. Hilaire answered correct.

Alderman Osborne asked and what do you want us as a committee here...how does this stand right now? How does this shortage stand right now?

Mr. St. Hilaire replied I want to make sure I heard you correctly. We were allocated \$120,000 is what the proposed allocation is. So we are actually short \$71,560.

Alderman Osborne asked what is the \$191,560 funding request with that?

Mr. St. Hilaire answered that would be for full funding. That would be the full budget.

Alderman Osborne asked so you have \$120,000, so you're missing \$71,560?

Mr. St. Hilaire answered correct.

Chairman Forest stated Kevin Clougherty is here if you have any questions as to why the figures are what they are. At least I was told that Kevin.

Alderman Lopez stated the \$120,000 is one of the line items. We had a discussion yesterday and think Kevin will...non-City programs \$120,000.

Mr. St. Hilaire asked it was under non-departmental items?

Alderman Lopez answered yes. There was \$120,000 in the non-City programs in the Mayor's budget.

Alderman Osborne asked so why the shortage? Why was there a difference?

Alderman Lopez answered I think there are other people that probably could explain this a little bit better. The first I ever heard of this was when Dr. Craig called me. How we got to this far, I don't know because the last conversation I had about this whole thing it was in committee and all of a sudden the School Board did everything and my own opinion the School Board had no authority to do what they did, but it's done. And the Board of Mayor and Aldermen in viewpoint have the authority to do this; to split. So in saying that, what I'm told is that people were told that the public access would not be effective July 1st, it would take some time to move out and that's where the \$120,000 came in. Does anybody want to respond to that? Is that true? Are you leaving the first of July, if you had the money?

Mr. St. Hilaire answered our understanding is that we were leaving July 1st and we are actually ready to do that. We would be ready to actually start public access on July 1st in a new location.

Alderman Lopez asked where is this new location?

Mr. St. Hilaire answered currently we're looking at 967 Elm Street. It's right above the Gala Café on the second floor.

Alderman Lopez asked do you have a lease in hand?

Mr. St. Hilaire answered we have a letter of intent. We do not have the lease yet because we do not have the funding.

Alderman Lopez stated I've had many of conversations, one with Dr. Craig and other members of MCTV, as one of those Aldermen who is trying to get information. I understood that there was going to be an agreement in reference to the City employees or school employees how this was going to take place because I was concerned of their protection and I think their employees were concerned with their protection at the same time, and I was told that they would be contracted out to the non-profit organization. I've never heard of such a thing but I checked that with the Human Resources Director and she never heard of it either and so I was concerned if there was an agreement made up and run by the City Solicitor to make sure that we were protecting the employee as to who in the agreement, who can fire these employees, the non-profit organization should not have that authority to fire them, they are City employees. So I don't know if all of that has been worked out. I am really concerned about that and I don't know if Tom Arnold knows anything about what's going on here. That's where I'm at.

Chairman Forest stated not on the line, but I do have a question about that, which I want to ask Tom Arnold also. So maybe we'll let Tom answer your question first and then I'll ask him mine.

Thomas Arnold, Deputy City Solicitor, stated I guess the short answer, Alderman Lopez, is I probably know less than you do at this point.

Alderman Lopez stated when you see the dilemma that it puts an Alderman in here to make a decision, is that the City Solicitor...the question is, can you contract two employees to a non-profit organization? And what protection do these employees have? Can the non-profit organization fire these employees if they don't perform right? If they don't perform accordingly, can the non-profit organization get rid of them and where do they go? All of these are unanswered questions or uncharted waters, so to speak, so I addressed those questions to some people in the technology and maybe Grace Sullivan is here she can answer those questions, how this is going to work, because this Alderman, I had to do all of my own research and find out what was going on. And, again, I believe that although all of this was to take place, it was supposed to come back to the Board of Mayor and Aldermen, not the School Committee.

Mr. St. Hilaire stated I'm going to hand the mike to Dr. Sullivan in a minute and let her answer this, and I'm going to come at you from an entrepreneurial aspect of this. The question of the employees and their eligibility with the City and their benefits with the City, is a subject that did come up. We broached the subject to begin talking about it. We have not continued the conversation because up until

this point we are not sure that this is going to happen. If the funding is not there, it won't happen. So we did not go any further. My understanding is that it would work like any other subcontractor agreement would work. MCAM is a non-profit organization, would draw up a contract based on the City's requirements, where we would subcontract the employees in question from the City. We would end up paying the City their salaries and the expenses as listed in the budget and they would remain on the City's payroll. This is not a long term solution, this is a short term solution to allow MCAM to begin and to allow it to actually set it's roots and set it's base and to begin to do what it needs to do to grow and to become it's own surviving entity on it's own. Which is our ultimate goal as a Board of Directors. Our ultimate goal is that come year five or earlier would be great, we'd love to walk up to the Board of Mayor and Aldermen and say guys you don't have to fund us, we are self sufficient. That's what our intentions are as a board.

Alderman Lopez stated and I understand all of that. That's not the issue that I'm speaking of. I'm speaking of the legality of the whole process of the employees and as Tom Arnold said, he knows less than I do. He gets paid more than I do.

Grace Sullivan, MCTV Director, stated I would say to Tom Arnold that I have called Deputy Solicitor Arnold and Deputy Solicitor Arnold expressed his concern that he needed to be at the direction of the Board of Mayor and Aldermen to go ahead and answer some of those questions that you brought up Alderman, so what I think the step that the Board is looking at is to look for this committee to formally set that process in motion saying that this Board of Directors will be the designated public access provider for the City of Manchester and that to ask Tom Arnold to go ahead and start that formal process. I think Deputy Solicitor Arnold and I have had few conversations about this in the past few months. The contracted services agreement arrangement, that idea was brought to me by Alderman O'Neil.

Alderman Lopez asked what is this now?

Dr. Sullivan replied Alderman O'Neil brought the idea of the contracted services agreement. I don't know which Human Resources person you talked with; whether you spoke with Mary Donovan who is schools Human Resources person or City's.

Alderman Lopez stated Dr. Lamberton, who is the director.

Dr. Sullivan stated she has not contacted me in terms of discussing any of this with me.

Alderman Lopez stated I think you should contact her.

Dr. Sullivan stated again, in terms of I'm waiting for the direction of what this committee wants to do, to be honest with you.

Alderman Porter asked are these employees presently City employees at the School District?

Dr. Sullivan answered they're School District employees, they are MESBA employees.

Alderman Porter asked so they are part of the retirement system for the City?

Dr. Sullivan answered yes they are.

Alderman Porter asked and when you say contracted, you're talking about contracting with the City or the School District?

Dr. Sullivan answered with the School District. This was the idea that Alderman O'Neil discussed with me. Not in any formal meeting, it was something that we discussed.

Alderman Porter asked so as part of the payment to the School District, they would contribute on their behalf towards City's retirement? That's part of your budget, that's why I'm asking.

Dr. Sullivan asked the budget that was submitted?

Alderman Porter answered correct?

Dr. Sullivan replied that was submitted to the separate public access budget, yes. Included their retirement, included their health plan, it included their dental plan, and workman's comp.

Alderman Porter asked that would go to the City and the City would...?

Dr. Sullivan answered if you were to designate the money, the \$191,000, to the public access corporation, that would go to the corporation and that I would think, again, this is where we get into that; the articles of agreement between the public access Board of Directions and the City of Manchester. And in that agreement, if that agreement stipulated that for two years or however long, the Board of Directors and the Board of Mayor and Aldermen decided that those two employees would be contracted service employees paid to the School District. But again, that's something that I think needs to be discussed, researched and investigated. The Board is looking to start that process, is what I'm saying.

Alderman Gatsas stated seeing that we've kind of crossed the line into maybe a frightening thing that I may have some knowledge on this because we had about 7,000 contracted employees. The last I knew the School District is not licensed to contract employees. You've got to be licensed by the State of New Hampshire to contract employees. So just to say you can contract employees without being licensed, can't be done. So let's just understand that because unless the School District has gotten a certificate from the Department of Labor, you can't contract employees. But I certainly am in favor of what you've come forward with, but I think that it's got to be a clearer picture. I think the employees must be City employees not School District employees, I think those employees should be coming from here, they should be under the direction and control of the City Clerk's office. I don't think that the non-profit, other than supervising and running MCAM, should have jurisdiction over employees and equipment that belong to the City. Because I would assume that we talked about the division of the funds that are sitting...Kevin, can you tell me how much is still sitting in escrow for equipment?

Dr. Sullivan answered the \$300,000 from the contract extension to 2015 and then we have approximately around \$700,000 after building the new digital system and rebuilding the studio. Our studio is 12 years old, so we would have to do all new cameras.

Alderman Gatsas stated I guess the other question I have is why wouldn't government be separated also to be part of MCAM?

Dr. Sullivan answered because public access is a non-profit Board of Directors. This is a philosophical thing. Do you want a public access Board of Directors deciding then what was going to happen with government access television?

Alderman Gatsas replied I trust the people that are on this Board of Directors implicitly with whatever decisions that they would make. I don't think they would make bad decisions going forward with the City of Manchester. I think that the Board of Directors that you have certainly are a very competent group of people that I think that if they looked at public access and looked at government, that I think they could make decisions just as wise as anybody else.

Dr. Sullivan stated I think the government access is a totally different division.

Alderman Gatsas stated you asked me a question. I gave you answer. I guess it's not the answer you wanted. So let's continue because I think...

Dr. Sullivan interjected but I do think, Alderman, with all due respect, that you really do need to look at the definition of government access television, because public access is such a different mission and vision than government access.

Alderman Gatsas stated I'm trying to move this forward, so why don't we at least try and move it forward because I don't remember this board ever taking a vote to go down this road. Maybe it has and maybe it hasn't, but that immaterial because we're at the crossroads now and we should make a decision going forward. However, I don't think the School Department or the School District should be contracting employees, I don't think those employees should be under the jurisdiction of MCAM, I think they should be City employees, I think that MCAM is going to have their hands full worrying about controlling producers and the rest of the things that you have to worry about and raising money. So I think that those employees should be City employees, and I agree with Alderman Lopez that we shouldn't put them in a jeopardy position of losing benefits or longevity. I think they should be rolled over and there's no way that it should be a contracted basis and I think it's time now that we probably even sever the situation with MCTV and let them totally be funded out of the School District. I think it doesn't make any sense for us being funding MCTV when they're under the jurisdiction of schools. So I guess maybe this is an easy time to clear the decks and may everything the right way so that people can operate and move in the directions they want. So I guess if there's a million dollars in that escrow, I would think that Kevin's going to separate that somewhere in thirds the direction of MCAM I would think would still have to come to this board advice and release of funds to do whatever you're going to do for renovations on that \$300,000, because my understanding is that should got to PEG access and correct me if I'm wrong Deputy Solicitor Arnold, isn't that what it's there for?

Deputy Solicitor Arnold answered yes.

Mr. St. Hilaire stated the funds that you're speaking of are available and I think that as a Board of Directors, I think one of the things that the School Board and the Mayor and whoever else was involved in this decision was looking to do by splitting off public access, last year or the year before I believe that they went through a lengthy court battle because of one of the producers that ended up costing \$35,000 to defend. And I think that that may have been the part of the impetus to split off public access and to make it is not on the City's liability any more and as a Board of Directors and as a non-profit organization we would certainly accomplish that role. We would also accomplish the role of separate of the government and the public access, which is a directive that came down many years ago, that public access is most effective when it's not controlled by government. And to that tone, as a Board of Directions, one of the things that we would like to see happen, is that the \$300,000 or so that should be available to

public access for the purchase of equipment and so forth under the cable agreement, that those funds actually become part MCAM, so that the board can do what needs to be done for the equipment and so forth and so that you have true separation. It's kind of difficult, and I don't know the full legalities of this, and I'm sure that as we go down the road and we iron out a lot of these wrinkles that haven't been looked at yet that we knew were going to be there, that we were going to have to discuss and work out along the way, but I think one of the things that we need to do is to actually achieve a true separation of public access and the City, so that it is not liable.

Alderman Gatsas stated I agree with what you're saying, but I think that I have a problem that we're giving \$300,000 of taxpayer's money to a non-profit, whatever you build as an equity position in that non-profit, I get a little squeamish that we're just separating \$300,000 out of the City's plan and giving it discretionally without any oversight.

Mr. St. Hilaire state well actually this Board of Directors is formed specifically for the proliferation of public access TV and the funds that we are talking about are specifically for the purchase of equipment and can only be used for the purchase of equipment to run and to operate a public access TV station. So I think they're pretty much covered and I think that it can be covered legally quite easily as far as it is now to the discretionary use of those funds. I think that could be handled very easily legally, I believe.

Alderman Osborne stated I still didn't get quite an answer from the question I raised at the beginning on that \$71,560. Where is that difference coming from? You're short that amount of money because it was a 9-month type of situation here or what?

Mr. St. Hilaire replied I'm not sure why it was short...I do not know the reasons why they came in with \$120,000 versus the...it was never explained. We called, we asked, we were never given a reason or an explanation of how or why the funding was cut. We were just told that it was coming in at \$120,000, which was to fully funding.

Chairman Forest asked Kevin, you can explain that?

Kevin Clougherty, Finance Officer, stated maybe it might help to just walk through this chart that was asked to be prepared for tonight. There is a request from Grace that was \$191,000. That original request was in the CIP. There was also a \$330,000 request that was in the operating budget for a total request of \$522,000. At the time that the Mayor was considering the budget, he looked at the \$191,000 in the CIP and said this is going to be something that's happening every

year. It should not be in the CIP it's really going to be operating expense, so let's put it in the operating budget and the proper place to put that would be in the non-City programs, which is where you have Child Health Services, Boys & Girls Club, and all of that. So that's where he put that \$120,000. And he put in a \$306,000 in the operating budget. The difference of course is the \$71,000 between the CIP and what's in non-City program. It's my understanding that the Mayor had a similar discussion with the people from the School District and from MCTV and he came to the conclusion that they would not have all of the documents, all the staffing and all of the facilities ready to operate at July 1st. So rather than funding for the full year, his recommendation given the constraints on the budget this year was let's give them nine months. Start it in September and if they want to start within that budget something sooner and do their lease starting in January, they'd have that flexibility, but at least it would have some money in there to start presumably on a 9-month basis, rather than on a full year basis. Under the operating budget there was a \$24,000 reduction. His rationale was that perhaps if this thing could get up and running by September, there would be a fund raising opportunity, because that was one of the reasons to separate out the 501, was that they could take advantage of some other fund raising opportunities and that might generate some revenues there. Again, I think that was a budget decision that he was faced with in terms of a tax impact and that's how he came to the number. So the difference between what was originally requested and what's in the Mayor's budget currently, as I understand it, is \$96,000, made up of those two components. And as the footnote says, the \$71,000, my understanding is, predicated on a 9-month allocation rather than a full 12-month as was requested and a reduction of \$24,000, simply because he didn't want to have the tax consequences and felt that there would be other options for fund raising. So that's my understanding of where the current budget proposal is and that's what's before the board currently.

Alderman Osborne stated I guess I'm okay. Hide-and-go-seek, is that what this is?

Mr. Clougherty responded no Alderman. I think what they were trying to do was...the current budget is about \$402,000, I think, so the recommendation for next year is \$426,000 and the idea was that they'd have that additional funding to help facilitate a move through the year. But here was some concern, as I understand from the Mayor, has been talked about tonight. It would take some time to get all of these documents, get all of the leases and everything straightened out, and to provide full funding for that starting in July, he wasn't confident that would happen, so he backed it until September.

Alderman Osborne asked and you people re satisfied with that?

Mr. Clougherty asked are you asking me or them? We just ran numbers.

Alderman Osborne stated I'm just wondering how they feel about it.

Mr. St. Hilaire replied this is the first time that we have heard this breakdown and had it actually explained this way and our basis is absolutely not. We were given a directive to be ready to go as of July 1st. We have already apparently accomplished two thirds of what wasn't supposed to be accomplished by this point, and we had that accomplished by May 1st. And we only came together as a board in March, so to say that we would not be available or not be able to start, is kind of misleading. Also we can not fit up the space unless we a lease on the space, so you're kind of in a conundrum there. You know, we're only going to fund you for nine months, so you can start September 1st, that means that we can't start the fit up until September 1st.

Alderman Osborne asked what do you feel is the remedy for this?

Mr. St. Hilaire answered the full funding. The \$191,000. I do not believe that we're looking at...we're not talking millions of dollars here and we're also talking something that is already part of the community, and it's already being funded. This is a win win situation for the City, I think.

Alderman Osborne stated well it's not up to this committee any way.

Mr. St. Hilaire stated I understand that, and I'm learning as I go, so if I overstep, I'm going to hand the mike over to Jim in a minute, but the other thing is the \$24,000 of possible fund raising, as a board one of the things that we have already talked about is the fund raising efforts that we are going to be able to undertake as a non-profit organization to expect that in the first year to take an ongoing company, an ongoing business and to expect that a new board is going to be not only move that business to a new location, get everything up and running, appease the current level of producers and people that are already using the facilities, as well as take on the new ones that are automatically that are going to be at the door before the door is unlocked, I think is unreasonable in the first year. I do not believe that it's unreasonable to expect that down the road we will be doing that. But as a board we're looking for full funding so that we can start and we can do what we need to do.

Alderman Porter stated Kevin, you may or may not have the answer to this. The original requests were divided by 12 months and then multiplied out by nine, it would come to over \$143,000. I guess I'm a little curious has to...?

Mr. Clougherty stated I don't profess that it was an accurate just divide by nine type of thing.

Alderman Porter asked so it wasn't necessarily a month to month proration?

Mr. Clougherty answered right.

Alderman Gatsas stated Deputy Solicitor Arnold, I believe there are certain criteria within the scope of our agreement with Comcast on the ability to distribute those funds that we have that we're in receipt of. Aren't those City funds and would we be in breach of contract if we were delivering the entire amount of those funds to a non-profit?

Deputy Solicitor Arnold answered relying on my recollection, the agreement, if I remember correctly, states that the funds have to be used for PEG access broadly defined. I would want to look at the agreement again, but I'm not sure that I agree with the conclusion that it couldn't be used to fund a non-profit as long as that non-profit operated all of a portion of the PEG access.

Mr. St. Hilaire stated also if I might interject in that. As a Board of Directors we are willing to enter into the same contract to ensure that those funds that are earmarked and those funds as I have read the contract, as I understand it, those funds are earmarked specifically for the procurement of equipment for PEG access.

Alderman Gatsas stated I think we need to see as a board a complete itemized list of what you're looking to buy for equipment, what that funding source is going to amount to, again, I'm here to help you and assist you in doing what you're doing because I think it's the right direction to go. But I don't think that I'm going to feel comfortable taking taxpayer's money and turning it over one lump sum without looking at whether you're buying one camera or 500 cameras, and I think that it's important that we as a board being custodians of the taxpayer's money, because you are looking for budgeted numbers, I think it's important that we see those.

Mr. St. Hilaire stated I can actually hand you that list tomorrow. We've already gone through and done most of the figures that you've just asked for. So we can have it ready for you and distributed tomorrow if you would like.

Alderman Gatsas stated and I think that it's important that we understand that the fit up can also be used with some of that funding, is my understanding.

Mr. St. Hilaire responded we didn't think so. So we weren't planning on using any of those funds for fit up.

Alderman Gatsas stated fit up is available with those funds.

Mr. St. Hilaire replied okay, and if that's the case and if we need to use it, but as a member I've already started going out and looking for in kind donations for fit up, to help get that done.

Alderman Lopez stated I'm sort of on the line of Alderman Gatsas. I want to help you, but it's hard to make a decision not knowing some of the technical aspects of what's going on. The agreement with the City, the employees, the franchise money we get and given to a non-profit organization, your lease agreement, your equipment. There's nothing before us that could say that it is comfortable for me to do anything without the necessary paperwork in hand. In saying that, in going back to what Kevin said, I believe in conversation, that's the reason the money was taken out of the budget for you to get all of this paperwork ready. The only thing I ask you is I think we all want to get you where you want to go. I think it's just money that belongs to the City and so I think I'm more comfortable knowing that we've done everything legally, that's the most important thing, that we protect the City, the taxpayer dollars, and we help you at the same time. And I think that maybe the administration has not been done on somebody's part, who ever is part, it doesn't make any difference, we're at this crossroad, as somebody mentioned. So it would seem to me as we move through the budget process here because by June 8th we have to have a budget for the City, and without having documentation to solve this problem, I don't know how we can just put money into a budget we don't know if you're going to move or whatever the case may be. I know you say you could move in right away, but I think the City Solicitor is going to want to see the lease agreement for that and then I'm curious as to, and maybe Tom Arnold can answer that question right now. Can we guarantee them according to this \$191,560 for the next five years? Can we commit another Board of Mayor and Aldermen to stand by that?

Deputy Solicitor Arnold answered absolutely not. Only the Board can do that.

Alderman Lopez stated so those are all of the questions that have got to be answered.

Alderman Gatsas stated I think that the first resolve and I think probably the biggest portion of that \$191,000 is going to be wages and benefits for two employees. I haven't seen other than a flat number what that comprises of, but I think again, if we resolve ourselves to the fact that without affecting the employees in a negative manner, I would say that they would probably move

under the jurisdiction of the City Clerk's department, the employees of the City, be paid whatever was the amount that you had assumed that was going to take care of workers comp, health insurance, the contract labor that we were all under the understanding of having, that's eliminated, stays under the City side, that means your budget is really appearing to be only us subsidizing the lease at this point. Unless there's something else in there that we should know about or see. Basically that's what you're talking. You're talking about the rent of the facility. Am I correct or incorrect?

Mr. St. Hilaire answered you're correct.

Alderman Gatsas stated so if we can resolve that fact that they would become City employees and they would be under the jurisdiction of the City, because again, I think that if a few members of the board came forward and said John Doe is not doing his job, we have a problem, because it's not happening the way we plan it, the reprimand would come from the City, the termination would come from the City and not from an outside third party who doesn't have the ability to terminate that employee. Unless you want to take the scope of the employee, but I don't think you can do that because then the employee at that point has given up their benefits. That's a real crucial situation for two employees coming in and somebody else has the control when they're not an employee of that jurisdiction. They're really still employees of the City.

Mr. St. Hilaire stated I really believe and I'm going to let Jim talk because he's going to explode in a second. I really do believe that the issues that you're talking about are something that absolutely can be taken care of. It's something that's going to need to be addressed. I think that Alderman Lopez a lot of the concerns that you brought up are valid concerns but they are a normal process and before we could go forward and before that we could answer all of those, we need to know that we are a viable entity that is being recognized by the City as a designee for the formal access provider. I think that all of what you asked is just a normal process of doing what we going to need to do, but it all has to be taken in step and in stride.

Chairman Forest stated let me ask one question first. You mentioned earlier that you wanted to enter into a lease with the City. Would that be for that office that you're going to be renting? And also that you were a 501C-3 and in that case, do you have a contract with the City for that non-profit or would you have to make a contract with the City for that non-profit?

Mr. St. Hilaire replied I think that maybe there was some misunderstanding as far as the...the property that we are looking at is not owned by the City, however, the City, and I'm really not a good one...Lou D'Allesandro was going to be able to

explain this to you and he couldn't be here tonight. But the City has either issued a bond to the person that owns the building and the person has, I don't know how the City works, whether it's taxes or when it came to revitalizing parts of downtown and helping out some of the landlords with their buildings and restoring some of the buildings along Elm Street. So it's my understanding that the City holds the note, so we would be leasing with somebody else. The money just ends up back full circle, that's all.

Jim Stewart stated you've answered some of my questions as I've sat here. First of all I wanted to explain that when we all got these letters we were all under the same impression that you were on the same line of thinking that we were. Apparently we found that out tonight that you're not on the same and we're not even close to being on the same thought pattern as far as your knowledge of what's going on versus our knowledge of what's going on, what we were reported to be told in our letter. So naturally we went full force, all of the Directors on this board went full force with the idea that we were going to do a July 1st MCAM and come to find out after listening to you tonight you're somewhat in the dark about all of this. Am I correct?

Chairman Forest answered absolutely.

Alderman O'Neil replied not all of it.

Mr. Stewart stated some of you are completely are completely in the dark and some of you have at least a bright shine some type of thought, and most of you, or at least all of you feel the same way we do that, this is a good idea and it's going in the right direction. There's just a question on whether or not you have the information to make a decision with us and that's where we're standing here. And I guess that's what my thought pattern is right now, is that I'd like to hopefully that before we leave here tonight we have some idea that we are going in the same direction.

Alderman Gatsas moved that the two employees for MCAM become employees of the City Clerk's office, also there be an appropriation of \$90,685 to MCAM to allow them to execute the lease to allow them to move into the new location as of July 1, 2004, and that the Board of Mayor and Aldermen oversee the \$400,000 allocated to PEG access from cable television franchise fees.

Mr. Stewart asked are you also going to possibly recognize the Board of Directors as a designee of public access?

Alderman Gatsas replied I don't have a problem doing that and let's do that as the same motion. **(Include Board of Directors as a designee of public access.)**

Alderman Lopez asked where do you get the \$400,000?

Alderman Gatsas replied right now there's a million dollars, \$700,000 that came from the negotiated agreement some three years go. There was a million in that, there's a \$700,000 balance, there's \$300,000 that just came in a year ago with the renegotiated contract to extend it to a 15 life contract. Let's assume that there's \$1.3 million and I didn't divide it evenly between the three channels, government, education and PEG access, but that would have given you an allocation of about \$400,000 for each, which is \$1.2 million. I just cut it in thirds and allocated one third to PEG access.

Alderman Porter duly seconded the motion.

Alderman Porter stated I would like to ask Alderman Gatsas the \$90,000?

Alderman Gatsas stated \$90,685 and that basically comes from this sheet here that Alderman Osborne picked up. What it does is it removes \$106,000 from the benefit lines from operations from the two employees and leaves the rest of the numbers in place.

Alderman Porter stated with the math it's \$85,445.

Alderman Gatsas stated it shows you the bottom line, \$106,115.37 for salaries, annual expenses of \$90,685.

Alderman Lopez stated Dr. Sullivan, the \$400,000, you are familiar with what Alderman Gatsas is talking about I presume.

Dr. Sullivan replied I'm going to be honest with you Alderman Gatsas I'm really not clear on what is happening right now and the one thing that I'm trying to decide in terms of the numbers before I can understand, is that there are six employees in terms of their salaries that are included in the education and government folks. In the green package that I gave you we also have the proposed education and government budget, which comes out to... On the sheet that you have in the Mayor's recommended under \$306,000...

Alderman Gatsas interjected let's talk about that during the budget process. This is a whole different issue.

Dr. Sullivan stated I understand that you're splitting out public, could you go to the \$120,000 and what you're doing with that \$120,000 is taking out... I just need to understand it, because rightly so I'm going to be protective of making sure that all six employees are being taken care of.

Mr. Stewart stated what she's looking for is a breakdown. The numbers that you're throwing out kind of went over the top a little bit.

Alderman Gatsas stated no they didn't.

Mr. Stewart replied well for us they did.

Alderman Gatsas stated it's reducing your position to \$90,000 instead of \$120,000.

Mr. Stewart stated so what you did is on the budget page for MCAM, you took the summary and Section 1, salaries, you took that \$106,115.37 and you're saying that becomes the City's. And that would be under which part of the City?

Alderman Gatsas answered the City Clerk's office. I don't care where they put it. Human Resources can make that decision.

Alderman Lopez stated the only problem I have with this whole process is the agreement to make sure that everything is down on paper and that the Finance Officer, the City Solicitor, the employees...now I'm not too sure that the school employees transfer over the City, whether they keep their time, I'm not sure of that. I don't have any problem assigning them with the motion, but I think there are some problems with the school employee coming to the City, he loses his time. So I think that's why the motion sounds all right, but I think a committee has got to get together, the non-profit organization, our Finance people, our City Solicitor, Ginny Lamberton, the Human Resources Director from the School Department, as a team and go forward looking at this and say okay, like the Aldermen said, we'll give you \$90,000. Then what's the agreement, we're going to give you the money, what's the lease agreement? All of this paperwork could be made out maybe not by June 8th, but at least maybe by September or August you could move into this place. But I'm just uncomfortable not knowing what the full authority is here.

Chairman Forest stated Alderman Gatsas says he would like to clarify the motion and then I'd like to make a comment.

Alderman Gatsas stated I don't disagree with you Alderman Lopez, I think that my comments prior were to make sure that we don't affect the employees in an adverse situation. If we can't do it this way, then we've got to find a different way of doing it and there are no questions that we've done \$29 million deals around here with a heck of a lot less scrutiny. So I think this is for the best interest of MCAM, its for the best interest of PEG access, it's for the best interest of MCTV, that we move forward and I don't question that this still must go to the full Board,

but I think that we as a committee need to send the right message. And if the right message is at least giving them the ability to move forward, again, and I think that I'm the biggest preacher of being the custodian of the taxpayer's money. They're telling us that they can raise \$24,000 in the first year. God bless them if they can raise \$90,000 next year and come back to us looking for money, we may say to them you're on your own.

Chairman Forest stated could I just make a suggestion if Alderman Gatsas and Alderman Porter will agree to it. That an amendment to the motion would be to work it out with legal counsel and Finance and Human Resources with this motion.

Alderman Gatsas replied I wouldn't think that they would allow this committee to work this out, but your amendment is accepted.

Alderman Lopez stated and I think that's what the Aldermen are saying too, with the premise that \$90,000 will go to the non-profit organization and figure out all of the paperwork, the legal and everything else, and come back with a plan that is acceptable by all parties concerned and if it's not acceptable by our City Solicitor or the School Department and they say no, he has five years over there once he transfers the City, he starts all over again. Maybe it's a lower pay, does he want to do that? I don't know. We've had some situations like that, so I think it's a good thing to do the amendment on the premise that \$90,000, as the Alderman said, and then work out all of the paperwork and the \$400,000 and maybe you'll come back and say no and maybe Dr. Sullivan will come back and say no, these numbers are wrong, it's \$300,000. Okay, fine, but I think if you get everybody together as the Chairman is saying, let's move forward.

Alderman Gatsas stated I'll accept the amendment to the motion.

Alderman Porter asked are these present employees of the School District now?

Dr. Sullivan answered currently there are six employees and they are employees of the School District and I'm still trying to understand the numbers here so that in the budget, when we go through the budget process, that there will be enough money to pay those six employees and...

Chairman Forest stated I think that's why I added the amendment, so at least it could be worked out so if the numbers are different, they will be taken care of.

Dr. Sullivan stated I'm looking at the numbers of what we have under public access and education and government, and under the public access numbers it comes out to approximately \$105,000 for the two employees with their benefits.

Alderman Porter stated I'd just like to ask a question, I think it's a very serious issue. If they are employees of the School District and they leave, is the School District going to give them their severance? Do they have to take their money out of the system? Can they roll it over? If you leave employment, its one thing keeping their time and keeping their pay grade and all of that business, but there are other side benefits that I think are very critical and one would be the retirement. If they are in a retirement and they have to leave the School District, is severance pay paid? Is the School District willing to do that? Vacation and any accrued sick leave that they're entitled to for pay? The other thing is once they do that, do they in essence have to then start all over again in the retirement system, and I think this is a base that definitely should be touched with the City retirement system.

Mr. Stewart replied in my understanding the motion incorrectly that Alderman Gatsas has put forward, I believe if I'm understanding it correctly, what he's saying, his motion allows the process to go forward without affecting any employees detrimentally. It just allows us to continue on.

Alderman Porter stated just so I understand then, if something does come up that may be detrimental to the employee, whatever we agree on right now, would be readdressed?

Chairman Forest stated that's why I included Human Resources in the amendment.

Deputy City Clerk Johnson stated I have a few items in this motion that I just want to clarify. In the first instance, and Alderman Gatsas can correct me if I'm wrong, the main motion was that the two employees be placed under the City Clerk...

Alderman Gatsas interrupted how about wherever...

Deputy City Clerk Johnson interjected let me just read it the way I got it and you can change it any way you want, but we can take it all back, but I want to make sure we have it all first. When you stated that, then as you went on further, I believe it's my understanding that the \$106,115.37 is intended to be funded on the City side under a City department.

Alderman Gatsas stated that is correct.

Deputy City Clerk Johnson continued and presumably what you're stating is the City Clerk, which I'll talk to Leo further about that one, but from that point you said to appropriate \$90,685 to the public access board, MCAM, as in understand it, for their annual expenses.

Alderman Gatsas stated that is correct. That would be coming out of non-City program.

Deputy City Clerk Johnson continued which would be in essence a recommendation to the Finance Committee to reduce the amount created there.

Alderman Gatsas replied correct.

Deputy City Clerk Johnson stated and then we had the estimated start of July 1st. You had \$400,000 of the funds, as I understand it, that have been set aside that were to be put over also for MCAM under the discretion of the Board of Mayor and Aldermen, somehow there had to be a review process there.

Alderman Gatsas replied correct.

Deputy City Clerk Johnson continued and you were to designate the MCAM board as they appear here as the community public access. That's what I have so far, and then we had an amendment to that as I understand it, that all of that was to be reviewed by City Solicitor, Finance, and Human Resources in combination, obviously, will this board, MCAM and Dr. Sullivan.

Alderman Gatsas replied correct.

Deputy City Clerk Johnson stated it will be the MCAM side working with those three entities.

Deputy City Clerk Johnson stated I was just going to give you a couple of ideas on that. Right now you are in the budget process and some of these are recommendations that obviously need to go to the Finance Committee. It's my understanding that there was going to be a presentation Monday night to the Finance Committee. Because we can't get everything in, we're also going to go to Tuesday night, so maybe preliminarily the legal department, Human Resources and this board could get together so that maybe by Tuesday night at least you have some idea when we submit the report to the Finance Committee, which will then ultimately have to go out to the Board for a portion of this, but at least you'll have some basis of whether you have to take a different direction or whether there's more legal issues here. Because I understand you're dealing with MESPA, you're dealing retirement issues, you're dealing with a lot of things that people need to review. I don't think all of the review can get done, but certainly if there's some red flags there, they're going to pop up quick. Because I know there was an Ordinance just passed by the Board that dealt specifically with School District issues. There was a policy that was established on that that was brought in by the Human Resources director and I want to say about six months or a year ago. So

we really need to have them review that at least for any red flags. I understand you want to proceed but that's my thought process is that we could ask them after you get this motion through the way you want it. To preliminarily get together to review it before Tuesday and maybe we defer that whole discussion Tuesday evening when there will be a little more time to deal with it, because you've got all the enterprises and stuff coming in that night, Monday night, and it gives them some time to look at it as well.

Alderman Gatsas moved to amend the motion to place the two employees for MCAM under the discretion of the Human Resources Director for her to decide the most appropriate placement for them. Alderman Porter duly seconded the motion.

Alderman Lopez stated I think you all see the complications here. We're going into final budget as Carol has mentioned. If we put that \$90,000 in, and not knowing the status of what's going to happen because there's nine more Aldermen involved in this process. You've waited this long, so why hurry and let's do this thing right and maybe waiting a couple of months and going in in August or September. Is that a crucial thing for the non-profit organization?

Alderman Gatsas stated I guess I hear what you're saying and I'm looking to rush this along, but does it matter if we allocate \$90,000 and it takes them into the middle of August?

Alderman Lopez answered yes.

Alderman Gatsas stated then we don't fund it.

Alderman Lopez replied because \$90,000 I think and Kevin might want to speak to this, if you move into August, and if I'm looking at this right, it's only \$45,000 for the rental facility for the year. Is that correct?

Mr. St. Hilaire answered correct.

Alderman Lopez stated so if you went the first of September and did this thing properly, we could take \$21,000 off from there and allocate you for the rest. Alderman Gatsas stated no you couldn't. You could only take \$8,000 because the rent is \$4,000 a month roughly, for 12 months it's \$48,000.

Mr. St. Hilaire stated and the other issue again is securing the lease and what you're talking about doesn't just delay us until August, it delays us further.

Alderman Lopez stated I'm just saying, it seems to me there's a lot of work to be done between now and finalizing the budget.

Mr. St. Hilaire stated we're willing to do it.

Alderman Porter I think that what they are looking for is at least some sort of a commitment to do something so they can move forward. I think a number of these issues will be resolved and if they aren't resolved, nothing is going to happen.

Chairman Forest called for a vote on the motion, which included the amendment to the original motion. There being none opposed, the motion carried.

Mr. St. Hilaire stated I'd like to thank you all very much for listening to us and agreeing to help us out.

Carol Williams, 127 Prout Avenue, stated I was appointed to the MCAM Board of Directors and the School District in fact separated public access. This wasn't something we went looking for. This happened and I have been working on this since February and we gave information to several members I thought of the Board of Mayor and Aldermen back in late February. But what I wanted to touch on today was a light subject and if could have your attention about this because I'm not going to talk money. What I wanted to tell you is, as a producer of a show. There is an audience that I reach that is the disability community. They are very rarely addressed in mainstream media, so when I had the opportunity at MCTV to produce show I certainly took advantage of it. And the resources that I share with my community, the disability community, are helpful to the general public as well. I'll give you a little anecdote. Recently I was in a drug store, the store manager came up to me and said aren't you the person, etc., etc. and I said yes I'll sign autographs and he said that he wanted to mention that the show that I did regarding access at State parks that are wheelchair accessible and accommodate people with disabilities, including firing of rifles that can be done by quadriplegics, this is all State run, fishing, etc., I did a whole show on it. He was extremely grateful because he had a relative that uses a wheelchair; an adult male and he mentioned, which I was very happy about, that he did realize that displays in the isles in stores prevent access to produces and then therefore he loses sales. So I just thought from one show this impacted a sizable medium. One of the things I also like to mention, regarding the \$1+ million that we get from the cable company, COMCAST. There are other towns where PEG gets that full amount of money; it does not go into the general fund as it does in Manchester. I know that Londonderry and Salem, I know that they get full funding. I wanted you to know I appreciate the effort you made and thank you for listening. It was really important for me to tell you what my particular show does.

OTHER BUSINESS

Deputy City Clerk Johnson stated the Clerk would advise that based on action taken by the Board of Mayor and Aldermen, we had requested Mr. Pepino to come to the meeting this evening. The Board last night acted to distribute certificates of Veterans of Wars and he has already worked out arrangements with the Parks & Recreation Department and as I understand it Information Systems. I spoke with Mr. Ludwig this afternoon, he has agreed to take on the project so long as he is not making a determination. It is my understanding that the determination would be that if somebody could produce an honorable discharge record that indicates that they were honorably discharged and that they had come from Manchester, that they would be awarded a certificate, and Mr. Pepino is willing to work with the Parks Department to set that up. The item had been referred here to get to the logistics of it and I believe Mr. Pepino has worked out most of those logistics and Mr. Ludwig is willing to take on the responsibility of working it out from there.

Chairman Forest stated I think with the agreement of Mr. Pepino I think that honorable discharge should be a DD-214.

Deputy City Clerk Johnson stated it would be more than that.

Leo Pepino stated let me correct that. If you're going to pass it for World War II, it's an honorable discharge. But the way it is in the State, we left it for the Korean and Vietnam, because you have to tweak that a little bit because they have DD-214's and they're different discharges, but World War II is just an honorable discharge and it will goof it up like we did the Veteran's place.

Alderman Lopez stated maybe you're saying honorable discharge but sometimes these people can't find them. They can't find any documentation. We go through that with the American Legion and other places. Verification of service might be the answer. For example, you could have like Sweeney Post knows all of its World War II members and Vietnam members and provide a list of names for verification. If you had to go get every one of those honorable discharges you have to go through a lot of paperwork they can't find.

Mr. Pepino replied Alderman Lopez, we just went this with my father-in-law just a few months ago. We were setting up for the family and we wanted his metals and we didn't have his discharge. So I got hold of one of the Congressman, gave him my father-in-law's name, address, and US Army, World War I. We got a copy of his discharge back, then we sent that in and then we got his metals back from World War I.

Alderman Lopez stated I'm familiar with that process.

Mr. Pepino stated because you do have two Senator's offices and the Congressman in Manchester who can help you get the discharge. But as far as saying a club comes in and says he's a Veteran. That's not what it's all about. Because if you read the ones in the paper like the Cold War, this one and that one, they tell you to send in a copy of the discharge.

Alderman Lopez stated I'm trying to make things easier for you but do it the way you want.

Mr. Pepino asked what do you want me to do? Work with Ron [Ludwig]?

Chairman Forest answered worked with Ron and whatever you have in your plan, work with Ron or City Clerk's. I think you worked it out with Ron.

Mr. Pepino stated Ron will need help. When we passed the Veteran's plate, it said honorable discharge and DD-214, what they did, the older Veterans crossed out that DD-214 and passed a bill and when Vietnam and Korea went to get their plates, they weren't eligible for it.

Alderman Lopez stated I just want to make sure that Ron Ludwig has agreed to do this. Is that correct?

Chairman Forest stated from what the Clerk has said, Ron Ludwig has agreed to do this.

Mr. Pepino stated and Diane Prew has agreed to do the printing.

Deputy City Clerk Johnson stated in reviewing the legislation, it is my understanding that you just want to parallel the legislation. I guess if we're issuing certificates that can meet the criteria that is set forth in the eligibility for award under RSA 115A-17, that basically would encompass I think what the committee is trying to set forth and provided that the Parks Department receives some form of proof or feels that it has been justified, I think that that will meet the criteria and the rest of it can be worked out with the Parks and Information Systems.

Mr. Pepino stated actually what will happen is the City will be the same as the State and the State says you have to be a bona fide resident of this State to get the State metal. The City says you have to be a bona fide resident of the City to get that and on the back of your honorable discharge, it tells where you were inducted from on the World War II discharges.

Alderman Lopez stated you have somebody that's going to do it so let's move it.

On motion of Alderman Lopez, duly seconded by Alderman Porter, it was voted that the Parks, Recreation & Cemetery Director research and compile a list of honorably discharged Manchester resident Veterans who will be awarded certificates from the Board of Mayor and Aldermen.

There being no further business to come before the committee, on motion of Alderman Porter, duly seconded by Alderman Gatsas, it was voted to adjourn.

A True Record. Attest.

Clerk of Committee